



ENTERED
TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed February 24, 2009


United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE: § **Case No. 08-36705-BJH-11**
§
SUPERIOR AIR PARTS, INC., §
§
Debtor. §

AGREED ORDER GRANTING ADEQUATE PROTECTION

On May 13, 2008, the Court heard the Motion of AICCO, Inc., for Relief from the Stay and for Adequate Protection (the "Motion"), and having considered the pleadings, evidence, and arguments of counsel:

THIS COURT FINDS that notice was sufficient and proper, and no party-in-interest has objected to the relief requested in the Motion;

THIS COURT FINDS that the Debtor has reached an adequate-protection agreement with movant AICCO, Inc. ("AICCO"), the terms of which agreement are expressed in this order;

THIS COURT FURTHER FINDS that AICCO has a validly perfected security interest in the unearned premiums relating to the insurance policy or policies financed under the premium finance agreement as described in the Motion (the "Policies");

THIS COURT FURTHER FINDS that the value of the Policies is decreasing by \$174.90 every day the Policies remain in effect;

THIS COURT FINDS that the Policies benefit the Debtor-in-Possession and the bankruptcy estate and should therefore remain in effect;

THIS COURT FURTHER FINDS that the filing, service, and prosecution of this Motion has given the Debtor notice of AICCO's intent to cancel the Policies if and when the automatic stay terminates;

THIS COURT FURTHER FINDS that AICCO is entitled to adequate protection of its security interest in the Policies;

THIS COURT FURTHER FINDS that as of the date of the filing of the Motion, the Debtor had not made the payment to AICCO that was due on January 1, 2009, but the Debtor has subsequently paid that installment plus the associated late fee, the February installment and its account is now current;

THIS COURT FURTHER FINDS that the postpetition payments of the January 1 and February 1 installments were made in the ordinary course of the Debtor's business and are thus authorized under 11 U.S.C. §§ 363, 1107, and 1108;

THIS COURT FURTHER FINDS that AICCO is entitled to adequate protection payments from the Debtor according to the following schedule:

\$5,971.10 to be paid on or before March 1, 2009;
\$5,971.10 to be paid on or before April 1, 2009;
\$5,971.10 to be paid on or before May 1, 2009;
\$5,971.10 to be paid on or before June 1, 2009; and

\$5,971.10 to be paid on or before July 1, 2009.

IT IS, THEREFORE, ORDERED, ADJUDGED, AND DECREED that AICCO is entitled to adequate protection payments in the amounts scheduled above, and the Debtor shall make all such payments on or before the stated dates unless the Policies are cancelled as provided below at which time the Debtor's obligation to make adequate protection payments shall cease;

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that should AICCO fail to receive any payment set forth above by the specified date, and such payment is not received by AICCO within seven days from the date AICCO provides written notice to the Debtor's counsel Stephen Roberts, Esq., by facsimile transmission to 512-499-3660 the automatic stay under 11 U.S.C. § 362 shall immediately terminate without further order of this court. Upon termination of the stay in accordance with the foregoing sentence, AICCO will be authorized to cancel the Policies immediately irrespective of any contractual or statutory notice periods that might otherwise apply, collect the unearned premiums thereon, and apply those unearned premiums against the debt owed to AICCO.

Agreed and Approved:

/s/ Robert P. Franke

Robert P. Franke
STATE BAR NO. 07371200
STRASBURGER & PRICE, L.L.P.
901 Main Street, Suite 4400
Dallas, TX 75202
214-651-4300 – Telephone
214-651-4330 – Facsimile
robert.franke@strasburger.com

ATTORNEYS FOR DEBTOR SUPERIOR AIR PARTS, INC.

and

/s/ Warren H. Smith

Warren H. Smith

STATE BAR NO. 18757050

Mark W. Steirer

STATE BAR NO. 19139600

Warren H. Smith & Associates, P.C.

325 N. St. Paul, Suite 1250

Dallas, Texas 75201

214-698-3868

214-722-0081 (fax)

whsmith@whsmithlaw.com

ATTORNEYS FOR AICCO, INC.

End Of Order